



**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS
Thursday, March 6, 2014**

NOTICE IS HEREBY GIVEN THAT the Annual and Special Meeting (the “Meeting”) of holders of common shares of Redknee Solutions Inc. (the “Corporation”) will be held on Thursday, March 6, 2014, at the TMX Broadcast Centre, The Exchange Tower 130 King Street West, Toronto, Ontario M5X 1J2 commencing at 10:00 a.m. for the following purposes:

1. to receive the Corporation’s annual report (“Annual Report”) together with the consolidated financial statements of the Corporation for the fiscal year ended September 30, 2013 together with the auditors’ report thereon;
2. to elect directors;
3. to re-appoint auditors and to authorize the directors to fix the remuneration of the auditors;
4. to approve amendments to the Stock Option Plan; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy (“Form of Proxy”), the management information circular (the “Circular”) and the Corporation’s Annual Report to shareholders (“Shareholders”). The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular. The board of directors (the “Board”) of the Corporation have fixed the close of business on January 30, 2014 as the record date for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment thereof.

Registered Shareholders who are unable to attend the meeting in person may complete, date and sign the enclosed Form of Proxy and send it in the enclosed envelope or otherwise to the attention of the Proxy Department of Computershare Investor Services Inc. at 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1. To be effective, a proxy must be received not later than 10:00 a.m. on March 4, 2014. Instead of mailing your proxy, you may choose to vote using the telephone or the Internet. To vote using the telephone, call (866) 732-8683. To vote using the Internet log on to www.investorvote.com. If you vote by telephone or the internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of your proxy.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Toronto, this 29th day of January 2014.

BY ORDER OF THE BOARD OF DIRECTORS
“Lucas Skoczowski”
Lucas Skoczowski
Chief Executive Officer